

**EXHIBIT W TO
CISNEROS DECLARATION
REDACTED VERSION**

1 UNITED STATES DISTRICT COURT
2 NORTHERN DISTRICT OF CALIFORNIA
3 SAN JOSE DIVISION
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6 IN RE: HIGH-TECH EMPLOYEE)
7 ANTITRUST LITIGATION)
8) No. 11-CV-2509-LHK
9 THIS DOCUMENT RELATES TO:)
10 ALL ACTIONS.)
11 _____)
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15 VIDEO DEPOSITION OF SHONA BROWN
16 January 30, 2013
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19 REPORTED BY: GINA V. CARBONE, CSR NO. 8249, RPR, CCRR
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09:23:47 1 would be a very hands-on corporate strategy group.

09:23:55 2 Q. And could you elaborate what you mean by People
09:23:57 3 Operations.

09:24:02 4 A. The People Operations group is a name that I
09:24:06 5 chose because it -- primarily because the group was
09:24:13 6 inclusive of human resources but broader than that.
09:24:17 7 The focus was what you might call administrative G&A
09:24:21 8 pieces so, for example, the chefs all used to work for
09:24:24 9 me. We had quite a few of them. But it was inclusive
09:24:28 10 of all of the traditional aspects of human resources,
09:24:32 11 some parts that you might include in facilities, some
09:24:36 12 parts you might include in finance.

09:24:39 13 Q. And you mentioned GMA. What does that stand
09:24:44 14 for?

09:24:44 15 A. G&A, sorry. Functionally G&A, I guess it's
09:24:49 16 general and administrative.

09:24:52 17 Q. Oh.

09:24:53 18 MR. RUBIN: G&A.

09:24:56 19 THE WITNESS: Yeah. Sorry. Ampersand.

09:25:00 20 MR. HARVEY: Q. Okay. In your role as vice
09:25:01 21 president of business operations, you oversaw Google's
09:25:06 22 recruiting, correct?

09:25:10 23 A. Yes. Recruiting was a -- was part of my
09:25:13 24 group's mandate, and I would have had somebody -- I
09:25:19 25 would have had somebody running recruiting, though I do

09:25:23 1 not recall at that time who it was to be honest.

09:25:25 2 Q. Is that the role Mr. Geshuri eventually
09:25:28 3 occupied?

09:25:28 4 A. At one point in time, Mr. Geshuri was running a
09:25:32 5 good chunk of recruiting.

09:25:42 6 Q. Was compensation part of your purview?

09:25:44 7 A. Yes. Compensation was also part of that People
09:25:47 8 Operations group's purview.

09:25:50 9 Q. And so you had responsibility to design and
09:25:56 10 supervise a -- pardon me, supervise compensation at
09:26:00 11 Google company wide, correct?

09:26:03 12 A. I would say that that's a fair description,
09:26:04 13 that the purview included design and monitoring and
09:26:09 14 oversight for compensation programs across the company.
09:26:12 15 Yes.

09:26:16 16 Q. And these responsibilities -- and these
09:26:23 17 responsibilities, as you've described them, did you keep
09:26:30 18 that -- those responsibilities until you moved to head
09:26:37 19 Google.org?

09:26:41 20 A. No. I did not keep the responsibilities for
09:26:44 21 that entire period of time. At a point, I actually
09:26:50 22 transitioned all of the People Operations group under
09:26:55 23 the responsibility of Laszlo Bock who did report to me.
09:27:00 24 And then at a point in time, I moved Laszlo from
09:27:04 25 reporting to me up to reporting to Eric so that I was no

09:27:07 1 longer operationally responsible for that group. That
09:27:14 2 happened prior to me moving to my responsibilities with
09:27:17 3 Google.org so I continued on in my responsibilities with
09:27:22 4 business operations while not having any direct
09:27:24 5 oversight over People Operations.

09:27:27 6 Q. What I'm trying to pinpoint is when those moves
09:27:31 7 happened. So starting in I believe you said August of
09:27:35 8 2003, you had this wider set of responsibilities
09:27:37 9 reporting directly to Eric Schmidt.

09:27:41 10 When did you move what you described as People
09:27:46 11 Operations to Laszlo Bock?

09:27:48 12 A. I don't actually recall specifically when
09:27:53 13 Laszlo moved from reporting to me to reporting to Eric.

09:27:58 14 Q. But when did Laszlo Bock enter the picture so
09:28:01 15 that he took over some of those responsibilities but
09:28:03 16 reported to you?

09:28:06 17 A. I don't recall when we hired Laszlo, but I
09:28:09 18 hired Laszlo to come in and work for me. And I gave him
09:28:13 19 a set of responsibilities in People Operations. I don't
09:28:17 20 recall if I gave him all of the pieces when he first
09:28:21 21 joined or not, actually.

09:28:24 22 Ultimately, I gave him all of the pieces of
09:28:26 23 People Operations, rolling up to him, reporting to me
09:28:31 24 and then at some point in time, I transitioned him to
09:28:34 25 report directly to Eric Schmidt.

09:43:19 1 Rosenberg was also part of the executive management
09:43:22 2 group, correct?

09:43:24 3 A. For the period of time in which I was a member
09:43:28 4 of the management group, I'll use that term to represent
09:43:33 5 Eric's staff meetings, whether it was called one acronym
09:43:37 6 or another.

09:43:38 7 Q. Sure.

09:43:39 8 A. Jonathan Rosenberg was also a member of the
09:43:42 9 same group.

09:43:43 10 Q. Okay. Was Laszlo Bock ever a member of the
09:43:48 11 executive management group?

09:43:57 12 A. I don't recall whether there was a period of
09:43:59 13 time at which he joined the staff meeting on a regular
09:44:05 14 basis, so I actually just don't remember. He was not a
09:44:09 15 member of the earlier group. It's my recollection that
09:44:16 16 he did join a set of meetings later on once his -- once
09:44:23 17 his responsibilities changed in the sense that he
09:44:26 18 reported to Eric rather than reporting to me.

09:44:29 19 I don't recall whether we formally had him as a
09:44:32 20 member of the OC or whatever acronym we were using at
09:44:39 21 the time or whether he was coming on an as-needed basis
09:44:42 22 to those meetings. I'm not remembering.

09:44:45 23 Q. Did other members of Google's board of
09:44:48 24 directors ever attend meetings of the executive
09:44:50 25 management group?

09:44:52 1 A. There were no members from the board that
09:44:55 2 regularly -- there were no board members that regularly
09:44:58 3 attended our management meetings, no.

09:45:02 4 Q. Were there any board members aside from
09:45:08 5 Schmidt, Page and Brin, who ever attended a meeting of
09:45:12 6 the executive management group?

09:45:14 7 A. There were no board members that regularly
09:45:16 8 attended. The other attendee that did attend was Bill
09:45:24 9 Campbell. But it's my understanding that he was not
09:45:25 10 technically a board member.

09:45:29 11 Q. How often did Bill Campbell attend the meetings
09:45:32 12 of the executive management group?

09:45:35 13 A. Bill Campbell was a fairly regular attendee at
09:45:40 14 the Eric staff meeting.

09:45:46 15 Q. Do you have an understanding of whether Bill
09:45:48 16 Campbell received emails directly from the EMG
09:45:51 17 distribution list?

09:45:54 18 A. I don't know whether he did or not.

09:45:55 19 Q. Okay. What was your understanding of Bill
09:46:25 20 Campbell's role at Google?

09:46:28 21 A. Bill Campbell's role at Google was to be an
09:46:32 22 advisor, senior advisor to the executive team.

09:46:38 23 Q. And is that why he attended and participated in
09:46:41 24 meetings of executive management group?

09:46:46 25 A. Yes. The context was that he was advising the

09:46:50 1 senior team, and as such, he would participate on a
09:46:53 2 relatively regular basis in our senior team staff
09:46:58 3 meetings.

09:47:00 4 Q. Do you have any knowledge of whether Google
09:47:04 5 ever discussed potential conflicts of interest with
09:47:08 6 Mr. Campbell connected with his work for Google?

09:47:12 7 A. I'm sorry, could you clarify.

09:47:14 8 Q. Well, it's an unusual situation from our
09:47:18 9 perspective in that Bill Campbell was the chairman of
09:47:22 10 Intuit at the time, correct?

09:47:23 11 MR. RUBIN: Well, I'm going to object to the --
09:47:24 12 if she says correct, then she's agreeing with the first
09:47:27 13 part about the unusual situation. So if you want to
09:47:29 14 clarify the question and just ask her --

09:47:32 15 MR. HARVEY: I'll stipulate --

09:47:32 16 MR. RUBIN: -- the factual piece.

09:47:33 17 MR. HARVEY: I'll just ask the question.

09:47:35 18 Q. You understood, at the time, that Bill Campbell
09:47:37 19 was the chairman of Intuit, correct?

09:47:40 20 A. It's my understanding that Bill Campbell was
09:47:42 21 the chairman of Intuit. I'm not -- I actually don't
09:47:45 22 know exactly when he was or wasn't the chair relative to
09:47:49 23 when he was our advisor at Google. But it's definitely
09:47:54 24 my understanding that there was a significant overlap.

09:47:58 25 Q. Did you have an understanding that Bill

09:47:59 1 Campbell was also a director on the board of Apple?

09:48:03 2 A. It was my understanding that Bill was on the
09:48:05 3 board of Apple. Again, I don't know actually when he
09:48:09 4 joined that board relative to when he started advising
09:48:13 5 at Google. But I definitely had the understanding that
09:48:15 6 during that period, he was on the board of Apple at some
09:48:19 7 point in time, yes.

09:48:21 8 Q. Do you have any knowledge of any concern at
09:48:26 9 Google that there might be conflicts of interest in
09:48:29 10 connection with Bill Campbell's work for Google?

09:48:32 11 MR. RUBIN: Objection. Vague. Ambiguous. Any
09:48:35 12 knowledge at Google. Any concern at Google. Excuse me.

09:48:41 13 THE WITNESS: Can you be clearer about -- I'm
09:48:43 14 unclear about the potential conflict of interest you're
09:48:46 15 trying to identify. Could you be more specific.

09:48:50 16 MR. HARVEY: Q. Sure.

09:48:50 17 Do you have any knowledge of any communications
09:48:52 18 with Mr. Campbell about any potential or actual
09:48:55 19 conflicts of interest?

09:48:56 20 MR. RUBIN: Between somebody at Google and
09:48:58 21 Mr. Campbell?

09:49:00 22 MR. HARVEY: The question as posed.

09:49:02 23 MR. RUBIN: Okay. Well, objection. Ambiguous.

09:49:07 24 THE WITNESS: I have no knowledge personally of
09:49:11 25 Bill ever having a conversation with me in which he was

09:49:14 1 sharing information with me that I viewed as a conflict
09:49:16 2 of interest.

09:49:18 3 MR. HARVEY: Q. Well, let me clarify.
09:49:19 4 Because I'm not asking about you to form a view on
09:49:23 5 whether there were or were not conflicts of
09:49:24 6 interest.

09:49:25 7 What I'm asking about is whether you have any
09:49:27 8 knowledge that the topic ever came up, either with Bill
09:49:30 9 Campbell present or when he wasn't present, and say you
09:49:35 10 and Eric Schmidt or anybody else at Google brought up
09:49:38 11 the issue.

09:49:39 12 MR. RUBIN: Objection. Vague.

09:49:44 13 THE WITNESS: I don't recall any conversations
09:49:46 14 on the topic of conflict of interest and Bill Campbell,
09:49:54 15 if that's what you're asking.

09:49:55 16 MR. HARVEY: Q. Did Google take any steps
09:49:57 17 to identify potential conflicts of interest that
09:49:59 18 Bill Campbell might have?

09:50:00 19 A. I'm not aware of any specific steps that we
09:50:02 20 took to identify conflicts of interest. No.

09:50:06 21 Q. So Google didn't try to create any ethical
09:50:10 22 walls to screen Bill Campbell off from topics that might
09:50:14 23 implicate any conflicts of interest, correct?

09:50:16 24 MR. RUBIN: Objection. Mischaracterizes prior
09:50:18 25 testimony. Vague.

09:50:24 1 THE WITNESS: I said I wasn't familiar with any
09:50:26 2 conversations in which the topic of conflict of interest
09:50:29 3 and Bill Campbell were discussed.

09:50:34 4 MR. HARVEY: Q. But I'm asking a slightly
09:50:35 5 different question now, which is, do you have any
09:50:38 6 knowledge of Google taking any steps to create any
09:50:42 7 ethical walls concerning Bill Campbell that would screen
09:50:47 8 him off from certain topics where there might be a
09:50:52 9 conflict of interest?

09:50:55 10 MR. RUBIN: Objection. Vague. Lacks
09:51:00 11 foundation and vague. Ambiguous.

09:51:02 12 THE WITNESS: I'm unclear what you mean by an
09:51:04 13 ethical wall, so I'm having difficulty answering your
09:51:07 14 question.

09:51:12 15 MR. HARVEY: Q. Sure. So why don't I use a
09:51:13 16 concrete example.

09:51:16 17 You discussed Google's recruiting efforts with
09:51:18 18 Bill Campbell, correct?

09:51:19 19 MR. RUBIN: Objection. Vague.

09:51:26 20 THE WITNESS: I think the question is too
09:51:28 21 broad. I don't have -- I mean, I don't -- I don't know
09:51:30 22 what you mean by discussing our recruiting efforts.
09:51:32 23 Could you be more specific.

09:51:37 24 MR. HARVEY: Q. Google recruited people,
09:51:38 25 correct?

09:51:39 1 A. Google had a recruiting team, of course, that
09:51:45 2 we built in order to hire people into the company. Yes.

09:51:50 3 Q. And those people on your team who Google hired
09:51:54 4 did, in fact, recruit, correct?

09:51:58 5 A. Sorry, I -- did we have a team of -- a staffing
09:52:02 6 organization was the term that we used.

09:52:04 7 Q. Okay.

09:52:05 8 A. In the staffing organization, we had members of
09:52:10 9 that team, there were a set of different roles. Those
09:52:14 10 roles were designed to try to hire people into Google.
09:52:17 11 Yes.

09:52:19 12 Q. And were there any instances in which a member
09:52:21 13 of that staffing team contacted an employee of Intuit to
09:52:25 14 recruit them?

09:52:28 15 A. I can't recall any specific instances, but it's
09:52:33 16 entirely possible.

09:52:35 17 Q. Okay. We'll get to that later. But just for
09:52:44 18 now, in that situation --

09:52:47 19 MR. RUBIN: Are you getting to it now, or are
09:52:49 20 you switching subjects?

09:52:50 21 MR. HARVEY: Please.

09:53:06 22 Q. Okay. Would you have felt comfortable
09:53:09 23 discussing Google's recruiting of Intuit employees with
09:53:14 24 Bill Campbell?

09:53:14 25 MR. RUBIN: Objection. Vague as to

09:53:16 1 comfortable.

09:53:23 2 THE WITNESS: I feel like you're asking me a
09:53:24 3 hypothetical question.

09:53:27 4 I don't recall ever having discussed our
09:53:30 5 staffing team or recruiting efforts with Bill Campbell.

09:53:36 6 MR. HARVEY: Q. Do you recall any
09:53:39 7 instances in which the topic of Google's recruiting
09:53:46 8 came up at executive management group meetings?

09:53:56 9 A. At our executive staff meetings over the years,
09:54:00 10 certainly the topic of hiring and how we were doing on
09:54:10 11 our hiring would certainly have come up.

09:54:17 12 Q. And Bill Campbell participated in those
09:54:19 13 meetings, correct?

09:54:22 14 A. Bill Campbell, as I stated earlier,
09:54:25 15 participated on a relatively regular basis in those
09:54:29 16 meetings. I don't recall which meetings he was in or
09:54:32 17 not and which topics came up when he was there or not.
09:54:36 18 He wasn't in all the meetings.

09:54:38 19 Q. Do you recall whether Bill Campbell attended
09:54:40 20 any meetings of executive management group in which the
09:54:44 21 topic of Google's recruiting was discussed?

09:54:48 22 A. I don't recall.

09:54:52 23 Q. Do you recall whether at any meeting of the
09:54:56 24 EMG, whether Bill Campbell ever recused himself from any
09:55:01 25 topic?

09:55:14 1 A. I don't recall Bill ever needing to recuse
09:55:18 2 himself from any staff meeting that I was participating
09:55:25 3 in. And no, I can't recall such an incident.

09:55:28 4 Q. Do you recall any incident in which a member of
09:55:31 5 the EMG asked Mr. Campbell to leave so that the EMG
09:55:41 6 could have a discussion without him present?

09:55:47 7 A. I don't recall a meeting of -- a staff meeting
09:55:49 8 where such an incident occurred in which Bill was asked
09:55:52 9 to leave. No, I don't recall.

09:55:54 10 Q. Did Bill Campbell also participate in meetings
09:55:56 11 of the OC?

09:56:00 12 A. Bill participated regularly in this staff
09:56:03 13 meeting which, at some point in time, I believe, was
09:56:07 14 called OC rather than EMG. So just like with EMG, he
09:56:10 15 would certainly have participated in meetings of the OC
09:56:15 16 on a regular basis, not a hundred percent of the time.

09:56:22 17 Q. Do you have any knowledge of whether Bill
09:56:24 18 Campbell attended any meetings of Google's board?

09:56:29 19 A. Bill Campbell did regularly attend board
09:56:31 20 meetings of Google's board. Yes.

09:56:37 21 Q. Did you regularly attend meetings of Google's
09:56:39 22 board?

09:56:41 23 A. I regularly attended Google's board meetings,
09:56:50 24 not a hundred percent of the time, but I regularly
09:56:52 25 attended. Yes.

09:57:05 1 Q. Do you know whether Google had any formal
09:57:08 2 contractual relationship with Mr. Campbell?

09:57:14 3 A. Bill Campbell played this advisor role. By
09:57:20 4 contractual relationship, at some point in this period,
09:57:22 5 he -- we, for administrative purposes, made him an
09:57:25 6 employee, so I would consider that a contract. I don't
09:57:29 7 recall exactly when that period was.

09:57:32 8 His role prior to and after becoming an
09:57:34 9 employee was the same. We just decided to formalize it
09:57:39 10 in an employee relationship for administrative purposes.

09:57:43 11 Q. And what were those administrative purposes?

09:57:46 12 A. I actually don't recall the details other than
09:57:50 13 that it was administrative trivia such that it didn't
09:57:54 14 reach my level of discussion.

09:57:56 15 Q. Okay. Do you know when -- well, first, do you
09:58:02 16 know whether Google ever paid Mr. Campbell for the
09:58:06 17 advice he provided?

09:58:14 18 A. I don't know specifically when -- I actually
09:58:18 19 don't know specifically -- I don't know. Sorry.

09:58:42 20 Q. And are you still employed at Google?

09:58:45 21 A. I am still an employee of Google.

09:58:47 22 Q. But you've announced that you're leaving,
09:58:49 23 correct?

09:58:50 24 A. I announced my retirement -- retirement from
09:58:55 25 Google just before Christmas. I have taken on a new

10:03:18 1 MR. HARVEY: What kind of break do you want to
10:03:19 2 take?

10:03:20 3 MR. RUBIN: Ten minutes.

10:03:20 4 MR. HARVEY: That's fine.

10:03:21 5 THE VIDEOGRAPHER: The time is 10:03 a.m.

10:03:23 6 We're going off the record. Sorry. This is end of
10:03:29 7 video No. 1.

10:03:30 8 Off the record.

10:03:33 9 (Recess taken.)

10:07:30 10 THE VIDEOGRAPHER: This is the beginning of
10:18:48 11 video No. 2 in the deposition of Shona Brown. The time
10:18:50 12 is 10:18 a.m.

10:18:52 13 We're back on the record.

10:18:56 14 MR. HARVEY: Q. I believe you mentioned
10:18:57 15 earlier that Google recruited people, correct?

10:19:03 16 A. Yes. Google recruited people.

10:19:06 17 Q. And during your time at Google, Google grew at
10:19:10 18 a rapid pace, correct?

10:19:11 19 MR. RUBIN: Objection. Vague.

10:19:17 20 THE WITNESS: Google grew significantly as an
10:19:19 21 organization from the time that I joined through the
10:19:21 22 period in question. Yes.

10:19:24 23 MR. HARVEY: Q. And -- well, why don't I
10:19:28 24 do this with more specificity. Give me one moment.

10:19:56 25 I'm going to show you what has been marked as

10:19:59 1 Plaintiffs' Exhibit 634. If you could take a look at
10:20:03 2 that and let me know when you're ready.

10:20:07 3 (Whereupon, Exhibit 634 was marked for
10:20:07 4 identification.)

10:20:44 5 THE WITNESS: Okay. I'm ready.

10:20:47 6 MR. HARVEY: Q. So I'm just going to
10:20:48 7 represent that this is a summary of data as produced
10:20:52 8 by Google to plaintiffs in this case.

10:20:55 9 And you began work in 2003 when the total
10:21:00 10 number of employees in Google's data was approximately
10:21:04 11 1309, and for the most recent year, we have data, the
10:21:08 12 total number of employees is 17,890.

10:21:12 13 That represents significant growth, correct?

10:21:16 14 A. Could I ask you a question about the data?

10:21:18 15 Q. Please.

10:21:19 16 A. Is this meant to be global data or U.S. only?

10:21:22 17 Q. U.S. only.

10:21:24 18 A. Okay. That makes sense.

10:21:28 19 When I started, there were, I think, slightly
10:21:31 20 under a thousand people. It looks consistent with this
10:21:34 21 data. I have no reason to believe this is wrong.

10:21:37 22 Q. Okay.

10:21:38 23 A. And the adjective used is irrelevant, really.

10:21:43 24 I mean, you can just look at the numbers and we were
10:21:45 25 around a thousand, and as you point out, most recently

10:21:49 1 in the U.S., looks like a little under 18,000.

10:21:55 2 Q. Sure.

10:21:55 3 And Google experienced growth in the different
10:21:58 4 categories of employees described in this document,
10:22:00 5 correct?

10:22:01 6 MR. RUBIN: Objection. Vague.

10:22:06 7 THE WITNESS: We could go through each of the
10:22:08 8 different functions line by line. And I didn't actually
10:22:14 9 look to look quickly. But if I take engineering, for
10:22:18 10 example -- well, it's unclear from this data, actually,
10:22:25 11 to be honest, how many employees you're growing and in
10:22:29 12 each of the different, because it's all in percentiles
10:22:34 13 based. So we would have to debunk that into absolutes
10:22:38 14 to be clear but....

10:22:38 15 MR. HARVEY: Q. Sure.

10:22:38 16 A. I agree with you in the aggregate the
10:22:40 17 organization is getting bigger. I can't tell you
10:22:42 18 exactly from this precisely which function is growing,
10:22:46 19 quote/unquote, rapidly.

10:22:50 20 Q. Drawing on your own personal experience, you
10:22:52 21 know --

10:22:53 22 A. Yes.

10:22:53 23 Q. -- regardless --

10:22:53 24 A. Yes.

10:22:53 25 Q. -- of what this says here --

10:22:55 1 A. Yes.

10:22:57 2 Q. -- Google recruited for employees for a variety
10:23:00 3 of different titles and job responsibilities, correct?

10:23:04 4 A. We had a large -- we were growing a diverse
10:23:09 5 operating company, I would say unlike if you were, for
10:23:12 6 example, hiring into a law firm where you are typically
10:23:16 7 bringing in people in very similar roles and similar
10:23:19 8 levels, so the number of different roles you're
10:23:21 9 recruiting for is quite small.

10:23:22 10 In contrast, in an operating company when
10:23:24 11 you're building it and as you get bigger, that grows.
10:23:28 12 You have a wide variety of roles that you're hiring for.
10:23:32 13 Yes.

10:23:34 14 Q. Okay. And why don't we focus on the recruiting
10:23:37 15 part of that hiring for a moment.

10:23:39 16 A. Sorry, what do you mean by the recruiting part
10:23:40 17 of hiring? I don't actually know.

10:23:43 18 Q. Is that because, to you, hiring is part of
10:23:45 19 recruiting?

10:23:47 20 MR. RUBIN: I think she's just asking you for a
10:23:49 21 clarification.

10:23:50 22 THE WITNESS: Can you just clarify what you
10:23:51 23 mean by recruiting.

10:23:53 24 MR. RUBIN: She's just asking you to clarify
10:23:54 25 your question.

10:41:51 1 you have an understanding of whether Google had a
10:41:53 2 philosophy concerning pay?

10:41:56 3 A. When I started at Google in 2003, we didn't
10:42:01 4 have a stated philosophy. By that I mean, we didn't
10:42:08 5 have a set of specific do's and don'ts, or rules or
10:42:16 6 points of view on specific ways we would develop or
10:42:22 7 target pay. None of that existed that needed to be
10:42:28 8 developed.

10:42:29 9 Q. So in 2003, it was essentially a free-for-all
10:42:32 10 when it came to compensation at Google?

10:42:35 11 MR. RUBIN: Objection. Mischaracterizes prior
10:42:37 12 testimony.

10:42:38 13 THE WITNESS: I wouldn't characterize our pay
10:42:40 14 practice as a free-for-all. I would -- I would say that
10:42:43 15 we -- in 2003, my recollection is that there were a set
10:42:51 16 of biases that were not expressed very well in clear
10:42:55 17 guidelines that you could take to build out a set of
10:43:01 18 rules. There were certainly sets of biases on
10:43:06 19 approaches to compensation.

10:43:10 20 MR. HARVEY: Q. What were those biases?

10:43:12 21 A. So, for example, like many small, private
10:43:17 22 companies, you have an understanding that the most
10:43:21 23 valuable thing that you can offer to someone you're
10:43:24 24 trying to hire is an opportunity to participate in a
10:43:28 25 company that might go public. So you have a point of

10:43:32 1 view that you have some stock options. At that time
10:43:36 2 options were universally used.

10:43:40 3 And so I would say a bias was, when you're
10:43:42 4 thinking about making an offer, you understood that
10:43:46 5 probably the most attractive thing you could offer was
10:43:51 6 some stock options from a compensation perspective. So
10:43:56 7 I would -- to me, that doesn't translate into a very
10:44:00 8 concrete philosophy, the way you were using the term,
10:44:02 9 but it's a clear bias in the system.

10:44:05 10 Q. Okay. Did -- when you started, did Google try
10:44:11 11 to pay its employees fairly?

10:44:19 12 A. From my perspective, and in all of the elements
10:44:22 13 where I led development of our pay practices, I was
10:44:27 14 always focused on trying to pay people fairly. Of
10:44:29 15 course.

10:44:33 16 Your fair and my fair might be different.
10:44:34 17 That's the nature of compensation. But of course, we
10:44:36 18 were trying to pay people fairly for, you know, for
10:44:40 19 their value.

10:44:43 20 Q. So you said that our notions of fairness may
10:44:48 21 differ. What did you understand fairness to mean in
10:44:51 22 that context?

10:44:52 23 MR. RUBIN: Objection. Vague. Ambiguous.

10:44:54 24 THE WITNESS: I think it's a high-level
10:44:55 25 question, but the way I would respond to your question

10:44:58 1 about what's fair in pay, is very simply, which is that
10:45:03 2 a person's overall pay, which could include many
10:45:08 3 elements, ought to reflect, overall, the value that
10:45:11 4 they're bring to the organization. It's a sniff test.

10:45:18 5 MR. HARVEY: Q. Was a component of
10:45:20 6 fairness, as you saw it, that two -- two equally
10:45:27 7 valuable employees should be paid roughly the same?

10:45:30 8 A. Unfortunately, in my experience, pay practices
10:45:33 9 are not that simple.

10:45:35 10 Just to take your very simple example, did
10:45:39 11 those two individuals join at the same time? Have those
10:45:43 12 two individuals progressed at the same rate? Are they
10:45:47 13 giving the same amount of value to me in this past
10:45:50 14 quarter, this past year, over their entire tenure at
10:45:53 15 Google? How should I think about all of those? What's
10:45:55 16 fair? I don't think that's a very black-and-white
10:45:58 17 question.

10:45:58 18 So pay practices in my experience, you do try
10:46:00 19 to develop some principles. For example, we believe our
10:46:04 20 options is a big part of value we can offer employees.
10:46:08 21 But then, in reality, it's a case-by-case basis. It's
10:46:13 22 good management and attention to details and looking at
10:46:15 23 individuals that's going to generate the most fair
10:46:19 24 system, to use your term.

10:46:21 25 Q. So I want to focus on the first part of your

10:46:24 1 answer where you gave me examples of how two employees
10:46:27 2 might be situated differently. And let's think about
10:46:32 3 that for a moment.

10:46:34 4 Suppose there are two employees at Google who
10:46:37 5 are similarly situated in every way in which you
10:46:42 6 describe. So for example, they were hired at the same
10:46:45 7 time, they have the same education, they're the same
10:46:51 8 age, and they provide the same value to the company.
10:46:55 9 Should they be paid the same?

10:46:56 10 MR. RUBIN: Objection. Calls for a
10:46:58 11 hypothetical response. Calls for speculation.

10:47:01 12 THE WITNESS: I'm afraid that it is a
10:47:05 13 hypothetical case. And I will -- I'll repeat, which is
10:47:08 14 that on a case-by-case basis, you would look at those
10:47:12 15 two individuals, and we would need to sit down and look
10:47:14 16 at those two individuals and decide whether one factor
10:47:19 17 in determining their pay should be each of the other two
10:47:22 18 individuals. And that would never be the sole factor,
10:47:26 19 of course. Because you would also be looking at how
10:47:30 20 does the market pay these individuals. You might also
10:47:34 21 be considering how much were they being paid before they
10:47:37 22 joined. You might also be considering other parts of
10:47:41 23 the company and how did this role compare to that.

10:47:46 24 So in my experience, again, there are so many
10:47:48 25 factors that fair is a very difficult thing to define,

10:47:53 1 and you just simply have to use your best judgment as a
10:47:57 2 manager, and you have to have your best possible list of
10:48:01 3 guiding principles. And diligently work through, you
10:48:04 4 know, lists of people to try to do your best to be as,
10:48:08 5 quote, fair as possible.

10:48:10 6 MR. HARVEY: Q. And I acknowledge that
10:48:11 7 there are other relevant concerns. But one
10:48:13 8 component of fairness is that in examples like that,
10:48:19 9 their compensation should be similar or comparable,
10:48:21 10 correct?

10:48:23 11 A. I guess I'm not accepting your assertion of a
10:48:26 12 hypothetical that they necessarily need to be similar.

10:48:29 13 It is the case that when you are looking at an
10:48:33 14 individual's pay, one of the things you would consider
10:48:37 15 was the pay of other similar individuals. One of many
10:48:41 16 factors. Whether that would lead you to align that
10:48:44 17 person's pay with those other individuals is too
10:48:47 18 difficult to say in a hypothetical. But you would
10:48:50 19 certainly look at that factor.

10:48:52 20 Q. Are you familiar with the term internal equity?

10:48:57 21 A. No. It's not really a term that I typically
10:48:59 22 use.

10:48:59 23 Can you explain what you mean.

10:49:02 24 Q. So your testimony is that you've never heard
10:49:04 25 the term?

10:49:05 1 MR. RUBIN: Objection. Mischaracterizes her
10:49:07 2 testimony.

10:49:09 3 THE WITNESS: I said that it's not a term that
10:49:11 4 I typically use. I don't recall its usage in parlance
10:49:17 5 so I'm not exactly sure what -- it could mean a variety
10:49:20 6 of things.

10:49:21 7 MR. HARVEY: Okay.

10:49:32 8 (Discussion off the record.)

10:49:41 9 MR. HARVEY: Q. I'm going to hand you
10:49:45 10 what's been marked Plaintiffs' Exhibit 564.

10:49:48 11 (Whereupon, Exhibit 564 was marked for
10:49:48 12 identification.)

10:50:01 13 MR. HARVEY: Q. Just let me know when
10:50:01 14 you're ready.

10:50:02 15 I'll just say that my questions are going to
10:50:04 16 be focused on Sheryl Sandberg's email of April 3rd on
10:50:09 17 the second page and your response.

10:52:31 18 A. Okay. I get the gist of it. Depending on your
10:52:33 19 question, I may have to read more. It's fairly lengthy.

10:52:38 20 Q. Sure. Sure. I appreciate that.

10:52:38 21 Why don't we start with the bottom of page 1.

10:52:41 22 A. Bottom of page 1. Yes.

10:52:48 23 Q. First, did you, in fact, send this email to
10:52:52 24 Sheryl Sandberg and others on April 3rd, 2004?

10:52:56 25 A. I have no recollection of this email, but I

10:55:51 1 way to think of it in a commonsense way is, if that
10:55:54 2 individual was to up and look for that very same job at
10:55:57 3 a different company, what are the ranges of pay that
10:56:01 4 might be possible if they were hireable in that.

10:56:04 5 Separately, I think of the internal market as
10:56:08 6 inside the company, irrespective of how other companies
10:56:12 7 think about that role, how does our -- how does the
10:56:14 8 internal market value that role relative to other roles
10:56:19 9 at Google.

10:56:21 10 Very simply put, if I looked at the pay range
10:56:23 11 of our service associate, and I looked at the pay range
10:56:28 12 of our engineering directors, let's say, it probably
10:56:32 13 wouldn't make sense if the pay range of the service
10:56:34 14 associate was the same as the pay range of the
10:56:38 15 engineering director, right?

10:56:40 16 Somewhat of a stupid example, but the point is,
10:56:42 17 you would think internally about these pay ranges for
10:56:45 18 these different roles. And at some level,
10:56:48 19 commonsensically, those pay ranges should make sense for
10:56:52 20 the value internally of that role.

10:56:56 21 Often those two things overlap a lot, however,
10:57:00 22 there are instances in which a specific company -- and
10:57:05 23 I'm not really familiar in other companies that
10:57:07 24 deeply -- but for example, at Google, where there might
10:57:09 25 be a role that we actually value disproportionately

10:57:14 1 compared to how the outside market values it. So we
10:57:18 2 might adjust our pay range for that.

10:57:19 3 So when I say internal market and external
10:57:22 4 market, broadly speaking, that's what I mean.

10:57:25 5 Q. Great. Thank you for that clarification.

10:57:28 6 In the internal market, I believe you use an
10:57:31 7 example of two employees where one has a title that
10:57:37 8 suggests that the range should be higher than the range
10:57:41 9 for another group of employees.

10:57:44 10 Was it important to maintain a certain
10:57:47 11 relationship in that way? For example, if there were
10:57:54 12 different levels to a particular category of employee,
10:57:56 13 that employees in a lower level, when their pay went up,
10:58:01 14 then the compensation to employees at a higher level
10:58:05 15 would sometimes need to be adjusted to reflect that
10:58:08 16 shift?

10:58:08 17 MR. RUBIN: Objection. Vague. Ambiguous.
10:58:12 18 Calls for speculation.

10:58:19 19 THE WITNESS: That was a rather complicated
10:58:20 20 question. If the question is that when you construct a
10:58:27 21 job ladder, for example, for sales in -- sales
10:58:34 22 associates. And this is an example of part of a job
10:58:37 23 ladder in this email from Lourdes to Sheryl, I believe.
10:58:45 24 For example, if you looked at these different jobs which
10:58:49 25 are meant to be opportunities for someone to progress up

10:58:53 1 their job ladder, when you constructed the pay scales,
10:58:56 2 you would be having a pay range that increased with
10:59:02 3 increased responsibility as you were promoted up that
10:59:05 4 job ladder.

10:59:07 5 It's -- I don't remember the specifics of any
10:59:10 6 of the job ladders. I can tell you that it's not all --
10:59:15 7 it's certainly not always clean in the sense that you
10:59:18 8 don't have some line, if you're in this job, you're paid
10:59:22 9 below X. There's overlap. But generally speaking, as
10:59:25 10 you went up a job ladder, as your responsibilities grew,
10:59:28 11 as your value grew, your pay range would also increase.
10:59:33 12 But there would be overlaps. And also to our earlier
10:59:38 13 conversation, there would be exceptions. Because pay is
10:59:42 14 individual. Back to my earlier point.

10:59:45 15 MR. HARVEY: Q. It's individual, but it's part
10:59:47 16 of this company-wide system where you're trying to
10:59:50 17 maintain fairness in light of what you were discussing,
10:59:53 18 the external market facts, the internal market facts,
10:59:56 19 correct?

10:59:56 20 MR. RUBIN: Objection. Mischaracterizes
10:59:58 21 prior --

10:59:59 22 THE WITNESS: Sorry.

10:59:59 23 MR. RUBIN: -- lengthy description.

11:00:01 24 THE WITNESS: Could you just clarify your
11:00:02 25 question in there.

11:00:03 1 MR. HARVEY: Q. Well, sure.

11:00:04 2 So I'm -- you stated that pay is individual,
11:00:07 3 but I want to go back to what we've been talking about
11:00:12 4 where Google and you, in trying to create this
11:00:16 5 compensation system, fairness was a principle that you
11:00:19 6 used in that system, correct?

11:00:22 7 MR. RUBIN: Objection. Vague. Ambiguous.
11:00:24 8 Mischaracterizes prior testimony.

11:00:27 9 THE WITNESS: I think when we talked about
11:00:29 10 fairness, we actually agreed or at least I asserted that
11:00:32 11 it was hard to define, so I'm not going to agree with
11:00:35 12 your statement.

11:00:35 13 If your question is whether or not when you
11:00:38 14 design pay structures for companies you think about
11:00:40 15 bands of pay and you think about different bands of pay
11:00:44 16 at different levels, then yes, we did that, and we tried
11:00:47 17 to create bands of pay that reflected the role the
11:00:50 18 individual was playing and -- and the value that they --
11:00:54 19 that role implied.

11:00:58 20 MR. HARVEY: Q. Okay. Thanks.

11:01:00 21 Could you explain how those bands of pay, say
11:01:02 22 for any given job ladder, what was their relationship to
11:01:07 23 each other? So for example, you know, comparing the
11:01:11 24 lower rungs, if I can put it that way, on the job ladder
11:01:14 25 to the higher rungs.

11:01:17 1 MR. RUBIN: Objection. Ambiguous.

11:01:22 2 THE WITNESS: If your question is about the
11:01:24 3 size of the, you know, percent changes between the rungs
11:01:30 4 on a ladder or the ratios, I actually -- I'm the wrong
11:01:33 5 person to ask. I don't remember those level of detail.

11:01:35 6 MR. HARVEY: Q. Who would be the right person
11:01:36 7 to ask?

11:01:39 8 A. I'd have to speculate to decide at which level
11:01:46 9 of the organization individuals would remember that. So
11:01:52 10 I -- I mean....

11:01:54 11 Q. Well --

11:01:56 12 A. Of course I was exposed to it over time, but
11:01:58 13 this is some time ago and I don't remember the
11:01:59 14 specifics.

11:02:01 15 Q. Okay. Can you explain how Google evaluated the
11:02:35 16 performance of its employees.

11:02:47 17 A. I'm not sure that I can actually explain in an
11:02:52 18 oral statement how we evaluated our employees.

11:02:57 19 Can you break that down for me as well? That's
11:03:00 20 like your previous, you know, initial question, very
11:03:05 21 broad.

11:03:06 22 Q. Did Google, throughout your time there, make an
11:03:09 23 effort to have a systematic way of evaluating its
11:03:13 24 employees?

11:03:13 25 A. Yes. We attempted to systematically evaluate

11:03:17 1 our employees.

11:03:18 2 Q. Did those methods change during your time at
11:03:23 3 Google?

11:03:24 4 A. Yes. Over the period of time in question, the
11:03:28 5 methods changed in terms of how we attempted to evaluate
11:03:31 6 our employees.

11:03:32 7 Q. Why don't we go through it.

11:03:34 8 So starting in 2003, what was Google's method
11:03:40 9 for evaluating performance of its employees?

11:03:43 10 MR. RUBIN: Objection. Vague.

11:03:47 11 THE WITNESS: Is it possible for you to ask me
11:03:49 12 a more specific aspect of evaluation that you're
11:03:53 13 interested in?

11:03:54 14 MR. HARVEY: Q. Well, as it relates to
11:03:55 15 making decisions about compensation.

11:04:00 16 MR. RUBIN: Same objection.

11:04:09 17 THE WITNESS: I'm struggling to answer your
11:04:10 18 question when we had, you know, such a vast array of
11:04:16 19 relevant elements, it seems to me.

11:04:18 20 Is there some particular part of how we
11:04:21 21 evaluated people that you're interested in that I could
11:04:24 22 address?

11:04:25 23 MR. HARVEY: Q. Yeah, why don't we get
11:04:27 24 more specific.

11:04:29 25

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MR. RUBIN: Objection. Vague.

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11:10:03 1 MR. RUBIN: Ambiguous as to time.

11:10:07 2 MR. HARVEY: Q. From when you started

11:10:09 3 until the present time, to your knowledge.

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

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[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

11:12:08 23 Q. Maybe I'm not being clear. I'm not asking

11:12:10 24 about the relationship between budgets and compensation

11:12:14 25 decisions or timing or any of that. I'm just asking a

11:24:31 1 Q. Okay. Have you ever discussed or thought about
11:24:42 2 whether, you know, Googlers choose to work for Google
11:24:46 3 for reasons other than money or benefits?

11:24:50 4 MR. RUBIN: Objection. Overly broad. Calls
11:24:53 5 for speculation.

[REDACTED]

[REDACTED] 11:26:32 5

[REDACTED] MR. HARVEY: Thank you.

[REDACTED] 11:27:06 6

[REDACTED] Q. Please take a look at what's been marked

[REDACTED] 11:27:08 7

[REDACTED] Plaintiffs' Exhibit 551.

[REDACTED] 11:27:09 8

[REDACTED] (Whereupon, Exhibit 551 was marked for

[REDACTED] 11:27:09 9

[REDACTED] identification.)

[REDACTED] 11:28:17 10

[REDACTED] THE WITNESS: Okay.

[REDACTED] 11:28:18 11

[REDACTED] MR. HARVEY: Q. I just want to get into

[REDACTED] 11:28:19 12

[REDACTED] some of the vocabulary here and just walk through

[REDACTED] 11:28:22 13

[REDACTED] the email.

[REDACTED] 11:28:23 14

[REDACTED] Well, first I want to ask, who is Jeffrey

[REDACTED] 11:28:27 15

[REDACTED] Donovan?

[REDACTED] 11:28:31 16

[REDACTED] A. My recollection is that Jeffrey was one of

[REDACTED] 11:28:38 17

[REDACTED] the -- was in our law group somewhere. I don't recall

[REDACTED] 11:28:42 18

[REDACTED] that he was part of the people ops organization.

[REDACTED] 11:28:58 19

[REDACTED] Q. Okay. Did he, in fact, send you this email --

[REDACTED] 11:29:00 20

[REDACTED] I guess you were cc'd -- on January 19th, 2004?

[REDACTED] 11:29:05 21

[REDACTED] A. I don't have any recollection of this email,

[REDACTED] 11:29:07 22

[REDACTED] but I have no reason to believe that I wasn't cc'd on it

[REDACTED] 11:29:11 23

[REDACTED] as this exhibit suggests.

[REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

11:29:49 7 Q. And just for clarity, I won't ask you to get
11:29:52 8 into Mr. Donovan's mind. I'm just using this as a way
11:29:55 9 to get your understanding of what different terms mean.

11:30:00 10 So what did -- well, how did Google level its
11:30:07 11 employees?

11:30:07 12 MR. RUBIN: How did Google -- I'm sorry?

11:30:09 13 MR. HARVEY: It's not put very artfully.

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

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11:35:13 11 MR. RUBIN: Dean --

11:35:13 12 MR. HARVEY: Yep.

11:35:13 13 MR. RUBIN: -- I think it's a good time for a
11:35:15 14 break and I actually have to go to the restroom.

11:35:17 15 MR. HARVEY: Well, I have no objection to that,
11:35:18 16 so....

11:35:19 17 MR. RUBIN: Okay. Good.

11:35:19 18 MR. HARVEY: All right.

11:35:20 19 THE VIDEOGRAPHER: The time is 11:35 a.m.

11:35:25 20 We're going off the record. This is the end of video

11:35:29 21 No. 2.

11:35:35 22 (Recess taken.)

11:50:12 23 THE VIDEOGRAPHER: This is the beginning of
11:50:14 24 video No. 3 in the deposition of Shona Brown. The time
11:50:17 25 is 11:50 a.m.

02:33:09 1 THE VIDEOGRAPHER: This is the end of video

02:33:10 2 No. 4. The time is 1:33 p.m. -- 2:33 p.m.

02:34:59 3 We're going off the record.

02:35:25 4 (Recess taken.)

02:43:27 5 THE VIDEOGRAPHER: This is the beginning of

02:43:28 6 video No. 5 in the deposition of Shona Brown. The time

02:43:32 7 is 2:43 p.m.

02:43:34 8 We're back on the record.

02:43:37 9 MR. HARVEY: Q. I'd like to just go through

02:43:38 10 some of the key people in this case and just ask about

02:43:43 11 your relationship to them.

02:43:44 12 And starting with Steve Jobs, did you ever

02:43:47 13 communicate directly with Steve Jobs?

02:43:51 14 A. I don't recall any direct communication between

02:43:52 15 myself and Steve Jobs. No.

02:44:02 16 Q. Did you ever discuss with Mr. Schmidt his

02:44:05 17 communications with Mr. Jobs?

02:44:09 18 A. I have no recollection of a conversation with

02:44:12 19 Eric on any Steve Jobs communication, no.

02:44:18 20 Q. Do you have any recollection of any

02:44:22 21 communications between Steve Jobs on the one hand and

02:44:25 22 someone at Google on the other?

02:44:28 23 A. I'm generally aware that -- I mean, I don't

02:44:35 24 know what specifically, but I -- he had a relationship

02:44:39 25 with Eric. Obviously, at some certain period, he was on

02:44:43 1 the board. They probably talked. So I'm generally
02:44:46 2 aware that they had a relationship.

02:44:47 3 I'm generally aware that Steve and Bill
02:44:50 4 Campbell, who was also serving on the Apple board, had a
02:44:53 5 relationship.

02:44:58 6 I'm also generally aware that both Larry Page
02:45:02 7 and Sergey Brin were on friendly terms with Steve Jobs.
02:45:07 8 I don't know what that translated to in terms of
02:45:10 9 specific types or frequency of communication.

02:45:15 10 Q. Aside from email -- I'm sorry, scratch that.

02:45:25 11 As far as you know, did Steve Jobs use an --
02:45:28 12 use an email address apart from sjobs@apple.com?

02:45:35 13 A. I wasn't aware what his Apple email was. I'm
02:45:37 14 not familiar with his email addresses. Sorry.

02:45:41 15 Q. Okay. I'd like to move to Bill Campbell. We
02:45:44 16 discussed him earlier and you brought him up just now.

02:45:51 17 How often, approximately, from, say, 2003 until
02:45:57 18 when you headed up Google.org did you communicate
02:46:01 19 directly with Bill Campbell?

02:46:10 20 A. I would say, in most weeks, I would see Bill
02:46:15 21 Campbell, but maybe that means 70 percent of weeks I
02:46:19 22 would see Bill Campbell at least once in our
02:46:25 23 EMG/OC/whichever-acronym-we-were-using meeting. I'm
02:46:31 24 just guessing on the percentiles, but it felt like more
02:46:35 25 than once a month and less than once a week in aggregate

02:46:38 1 across that period.

02:46:47 2 Q. When you emailed Bill Campbell, did you always
02:46:50 3 use his Intuit.com email address?

02:46:57 4 A. Sorry, I only have one email that I know of
02:47:00 5 that I used for Bill Campbell. If that was -- was it an
02:47:03 6 Intuit.com one? I don't know. You'd have to show --

02:47:06 7 Q. I'm not sure which one you're referring to.

02:47:08 8 A. You would have to show me an email from me to
02:47:11 9 him, but I'm only remembering that I had one email for
02:47:14 10 him. I don't remember having more than one email for
02:47:19 11 him.

02:47:20 12 Q. Okay. Okay. Fair enough.

02:47:21 13 Did you ever use more than one email address to
02:47:30 14 email Eric Schmidt?

02:47:35 15 A. My recollection is that I only ever had his
02:47:38 16 Google email. And that's the one that I used.

02:47:43 17 Q. Okay. Did you ever send an email to Paul
02:47:52 18 Otellini?

02:47:54 19 A. I have sent emails to Paul Otellini in the
02:47:57 20 past. I can't remember specifics, but yes, I have
02:48:01 21 emailed him.

02:48:02 22 Q. Do you remember whether it was to his Intel.com
02:48:04 23 email address?

02:48:06 24 A. I don't remember having more than one email
02:48:08 25 address for him. Sorry, I just don't recall.

02:48:34 1 Q. When Google finalized its do-not-call list,
02:48:40 2 were there any communications with the board to -- to
02:48:44 3 explain to them the -- a decision that the EMG had made?

02:48:50 4 A. Just to clarify, are you referring to when we
02:48:53 5 first created the do-not-call list?

02:48:57 6 Q. Yes.

02:48:58 7 A. My recollection of when we first created that
02:49:01 8 list was that it was, as we've discussed, an internal
02:49:06 9 management decision, and I don't recall any subsequent
02:49:10 10 communications other than to the people in the company
02:49:13 11 who needed to know in order to execute against the
02:49:16 12 do-not-call list.

02:49:18 13 Q. So a do-not-call list was never discussed with
02:49:20 14 the board?

02:49:22 15 A. Not that I'm aware of.

02:49:24 16 Q. Okay. Please examine Exhibit 566.

02:50:02 17 (Whereupon, Exhibit 566 was marked for
02:50:02 18 identification.)

02:50:40 19 THE WITNESS: Okay.

02:50:45 20 MR. HARVEY: Q. Did Mr. Geshuri send this
02:50:47 21 email to you on September 15th, 2005?

02:50:51 22 A. Again, I don't recall the specific incidents
02:50:55 23 but it certainly looks like an email from Arnnon to me
02:50:58 24 in September 2005.

02:51:02 25 Q. You can put that to the side.

04:06:23 1 actually.

04:06:24 2 If you could take a look at Exhibit -- I'm
04:06:26 3 sorry. Just give me a moment.

04:06:33 4 A. Sure.

04:06:46 5 Q. Did Sheryl Sandberg report to you?

04:06:47 6 A. No, Sheryl Sandberg did not report to me.

04:06:57 7 Q. Who did she report to?

04:07:02 8 MR. RUBIN: Objection as to time. Ambiguity as
04:07:08 9 to time.

04:07:15 10 MR. HARVEY: Q. Well, at the time of the
04:07:17 11 document. That would be on April 6th, 2006.

04:07:22 12 A. My recollection is that for the bulk of the
04:07:25 13 time period in question, she reported in to Omid
04:07:31 14 Kordestani, but I'm not certain if she did very early in
04:07:34 15 the period.

04:07:35 16 Q. Okay.

04:07:43 17 A. At the time that she left Google, she reported
04:07:45 18 to Omid Kordestani.

04:08:20 19 Q. For some reason, I don't seem to have copies of
04:08:22 20 this, but I'd just like to introduce it.

04:08:26 21 And if she could label this as Exhibit 637.

04:08:51 22 (Whereupon, Exhibit 637 was marked for
04:08:51 23 identification.)

04:08:52 24 MR. HARVEY: And I apologize, Lee, but if you
04:08:54 25 could look at it --

04:08:55 1 MR. RUBIN: Sure.

04:08:55 2 MR. HARVEY: -- with the witness.

04:08:57 3 Q. If you could please take a look at that
04:08:58 4 document.

04:09:32 5 And I would direct your attention to the part
04:09:34 6 of it that describes Intuit. And I believe the date --
04:09:37 7 and correct me if I get it wrong, but I believe the
04:09:40 8 date -- the effective date for the Intuit line is April
04:09:43 9 10th of 2006, which is four days after this email.

04:09:46 10 And by this email, I'm referring to
04:09:47 11 Exhibit 575.

04:09:51 12 A. Okay.

04:09:52 13 Q. So does that refresh your recollection that at
04:09:55 14 the time, though Intuit was part of this document, it
04:09:59 15 was still limited to specific individuals?

04:10:03 16 A. Honestly, my memory was that Intuit was always
04:10:05 17 on the list. Looking at this, I'm -- I'm remembering
04:10:09 18 that there were these conversations. My memory is they
04:10:13 19 never went anywhere, so I guess somehow in my brain,
04:10:16 20 they had always just been on the list fully. It looks
04:10:20 21 like they clearly were on the list at this stage in
04:10:23 22 April of 2006 only for a limited set of individuals.

04:10:27 23 Q. Okay. Do you have any knowledge of Google ever
04:10:53 24 asking for Bill Campbell's permission to proceed to
04:10:57 25 discuss a potential offer with an Intuit employee?

04:11:04 1 A. I don't have a specific recollection, but as
04:11:07 2 per earlier discussion, I have a memory that there were
04:11:11 3 a small number of these incoming requests when we had
04:11:20 4 made an unsolicited call into one of the companies on
04:11:24 5 the do-not-call list despite the policy existing where a
04:11:28 6 high-level complaint would come in.

04:11:30 7 It's a very small number of those complaints
04:11:32 8 over a number of years, and I just don't remember, as
04:11:37 9 with Intel, I don't remember if there was one from
04:11:40 10 Intuit, but it's quite -- it's quite possible that
04:11:43 11 that's the case.

04:11:46 12 Q. What about for candidates who contacted Google
04:11:50 13 initially? Did Google sometimes still ask for
04:11:55 14 permission to proceed with those candidates for
04:11:58 15 companies that were on the do-not-call list?

04:12:00 16 A. Our policy always only applied to the
04:12:05 17 do-not-call situation. My memory was refreshed this
04:12:09 18 week that there's one one-off situation, where I think
04:12:14 19 it's Laszlo makes to a conciliatory adjustor, although I
04:12:21 20 don't believe it was a candidate. I believe it was a
04:12:23 21 potential person to call or very early stage, but I'm
04:12:26 22 sorry, I don't remember the details. Perhaps that's
04:12:29 23 what you're referring to.

04:12:30 24 Q. Yeah, I think I'm looking at the document.
04:12:32 25 Exhibit 586.

04:12:33 1 Is that the document you're talking about?

04:12:37 2 A. Let's take a look.

04:12:38 3 (Whereupon, Exhibit 586 was marked for
04:12:38 4 identification.)

04:12:42 5 THE WITNESS: Yes. This is the one that my
04:12:43 6 memory was refreshed.

04:13:09 7 MR. HARVEY: Q. But at some point, Bill
04:13:11 8 Campbell requested that Intuit be added fully to the
04:13:14 9 do-not-call list, correct?

04:13:22 10 MR. RUBIN: Objection. Vague.

04:13:26 11 THE WITNESS: I don't have a -- I don't have a
04:13:28 12 memory of -- well, as I said, just a few moments ago, my
04:13:34 13 memory, though flawed, is that Intuit was actually
04:13:38 14 always on the do-not-call list.

04:13:40 15 We've just looked at a sequence where, clearly,
04:13:42 16 they, at one point, was only a set of individuals. I
04:13:46 17 don't remember when they transitioned from a set of
04:13:48 18 individuals to being fully on the list.

04:13:53 19 MR. HARVEY: Q. If you could look at
04:13:54 20 Exhibit 597.

04:13:58 21 (Whereupon, Exhibit 597 was marked for
04:13:58 22 identification.)

04:14:07 23 THE WITNESS: Okay.

04:14:08 24 MR. HARVEY: Q. Does this refresh your
04:14:09 25 recollection of when Mr. Campbell requested that

05:11:20 1 Q. When did Facebook [sic] begin entertaining the
05:11:34 2 idea of doing a company-wide raise that was referred to
05:11:39 3 internally as the big bang?

05:11:43 4 A. Did you mean to say Google?

05:11:45 5 Q. Yes, I did. Thank you. Sorry, it's getting
05:11:47 6 late.

05:11:53 7 A. What we typically -- or what we have referred
05:11:54 8 to as big bang is when we announce a series of actions,
05:12:03 9 most notably the 10 percent salary increase. [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

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[REDACTED]

05:14:51 11 MR. HARVEY: Q. If you could please take a

05:14:53 12 look at Exhibit 625.

05:15:00 13 (Whereupon, Exhibit 625 was marked for

05:15:00 14 identification.)

05:15:14 15 MR. HARVEY: Q. And I'm only going to ask

05:15:15 16 you about Jonathan Rosenberg's email towards the top

05:15:20 17 and your response.

05:15:24 18 A. Jonathan Rosenberg's -- oh, wait. Sorry. I

05:15:26 19 just want to see what's up.

05:15:34 20 Q. Sure.

05:16:25 21 A. Okay.

05:16:27 22 Q. Did you write this email to the OC -- I'm

05:16:29 23 sorry -- to Jonathan Rosenberg copying the OC and Bill

05:16:33 24 Campbell on October 9th, 2010?

05:16:37 25 A. Yes. I don't recall the email, but it looks to

05:16:39 1 be an email from me to Jonathan in October 2010. Yes.

05:16:44 2 Q. Okay. Starting with your email, what were you
05:16:49 3 referring to when you wrote, "The well-known downside of
05:16:52 4 what we have chosen to do"?

05:17:01 5 A. I -- I don't remember what I'm referring to,
05:17:03 6 but in the context of Jonathan's email below, I'm
05:17:07 7 speaking to this point that we discussed earlier, which
05:17:10 8 is that when you are choosing to counteroffer at times,
05:17:16 9 even if you're thoughtful about it, if it starts to be
05:17:20 10 understood, you know, in pockets of the company or just
05:17:22 11 people start to feel like that's happening, you're going
05:17:25 12 to create some concerns about, well, if I'm not somebody
05:17:30 13 who's sought to leave the company and I haven't,
05:17:32 14 therefore, gotten a counteroffer, am I being treated
05:17:35 15 fairly in terms of the compensation that I get relative.

05:17:39 16 Now, they may not know the details, but their
05:17:43 17 gossip is usually worse than reality, right? So that's
05:17:46 18 the point that I'm -- I -- I expect I'm alluding to
05:17:48 19 there.

05:17:49 20 Q. Okay. And -- well, could you explain what you
05:17:56 21 meant by the sentence, "And hope that big bang and other
05:18:02 22 efforts we take short circuits the whole loop
05:18:05 23 dramatically causing less people to seek other offers in
05:18:10 24 the first place"?

05:18:11 25 A. Yes. I would -- I mean, this is consistent

05:24:29 1 wrong sorts of people for the role that they were --
05:24:30 2 they were trying to fill.

05:24:32 3 Q. Was part of the reason why it was off base was
05:24:37 4 that it was Intuit recruiting an employee of Google?

05:24:41 5 MR. RUBIN: Objection. Lacks foundation.

05:24:47 6 THE WITNESS: Honestly, my memory of this
05:24:48 7 incident is just that this was sort of embarrassing and
05:24:52 8 it wouldn't have mattered if it -- wherever the
05:24:55 9 executive was. Executive of my level being approached
05:24:59 10 for this kind of a job was an indication of a poor
05:25:02 11 performing team, so I was trying to be helpful to Bill
05:25:05 12 and say -- figured he would know who to let know that
05:25:09 13 their team was a little off base.

05:25:11 14 MR. HARVEY: Q. Did you intend that Bill
05:25:13 15 Campbell would make sure that Intuit wouldn't make any
05:25:16 16 future recruiting efforts at Google?

05:25:18 17 A. No. Not at all. This is merely me letting
05:25:21 18 Bill know that -- that, you know, somebody at Intuit is
05:25:26 19 a little confused in their job description.

05:25:49 20 Q. Okay. Following the DOJ investigation and the
05:25:54 21 dismantling of the do-not-call list, do you have an
05:26:00 22 understanding that Google currently pursues talent
05:26:03 23 wherever it might be, regardless of whether it's an
05:26:06 24 employee at Apple, an employee at Intel, an employee of
05:26:10 25 Intuit?

05:26:12 1 MR. RUBIN: Objection. Vague.

05:26:17 2 THE WITNESS: If you're asking what is the
05:26:19 3 current state of our policies with regard to any
05:26:24 4 do-not-call situations, I'm not up to date on whether
05:26:28 5 those exist and, you know, and if so, you know, anything
05:26:31 6 about them. So I just don't know.

05:26:34 7 (Reporter clarification.)

05:26:34 8 THE WITNESS: I'm just not up to date, and if
05:26:36 9 so, I just don't know whether they exist or not.

05:26:51 10 MR. HARVEY: If you could take a look at
05:26:53 11 Exhibit 635.

05:26:54 12 (Whereupon, Exhibit 635 was marked for
05:26:54 13 identification.)

05:27:04 14 THE WITNESS: Uh-huh.

05:27:05 15 MR. HARVEY: Q. Okay. Laszlo Bock wrote
05:27:08 16 this email and sent it to members of Google's board
05:27:13 17 and copied Eric Schmidt, Larry Page, Sergey Brin,
05:27:18 18 Bill Campbell and yourself, correct?

05:27:20 19 A. Yes. This appears to be an email from Laszlo
05:27:24 20 in January 2011 to a number, if all the board members,
05:27:29 21 and then copying Kent, myself and Bill. Yeah.

05:27:34 22 Q. Could you look to the bottom of Mr. Bock's
05:27:37 23 email where he wrote that, "Google continues to look at
05:27:41 24 opportunities to recruit talented individuals from both
05:27:46 25 companies," being Facebook and Twitter, "as we do from

05:27:49 1 all sources of talented employees."

05:27:51 2 Do you see that?

05:27:52 3 A. I do.

05:27:54 4 Q. Is that your understanding, that as of 2011,
05:27:58 5 Google was looking for talented individuals from all
05:28:01 6 sources of talented employees?

05:28:05 7 A. Well, the context of this email is our
05:28:12 8 recruiting from startups, such as Facebook and Twitter
05:28:15 9 and how that's going, and -- I mean, the statement of,
05:28:18 10 do we look for talented people where -- you know,
05:28:20 11 wherever we could find them is sort of true across our
05:28:23 12 history, our exception to that is this very limited
05:28:26 13 do-not-call list that we've been talking about today.

05:28:29 14 Other than that, I'm not aware of any attempts
05:28:32 15 to, you know, restrict the general point of, you know,
05:28:36 16 let's look for talented people.

05:28:41 17 MR. HARVEY: Why don't we take a break.

05:28:44 18 MR. RUBIN: Okay. Wrapping up, you think?

05:28:46 19 MR. HARVEY: No, but I'm just going to take a
05:28:48 20 break.

05:28:49 21 THE VIDEOGRAPHER: The time is 5:28 p.m. We're
05:28:51 22 going off the record.

05:28:52 23 (Recess taken.)

05:44:50 24 THE VIDEOGRAPHER: The time is 5:44 p.m. We're
05:44:53 25 back on the record.

05:44:57 1 MR. HARVEY: Q. If we could step back for
05:44:58 2 a moment and talk about the companies that appeared
05:45:01 3 on the do-not-call list. First starting with Apple.

05:45:07 4 At any point during your time at Google, did
05:45:10 5 you have any reason to believe that Apple's policy was
05:45:15 6 not to cold call Google employees?

05:45:20 7 A. I don't recall ever having any knowledge of any
05:45:23 8 specific Apple recruiting policies including a
05:45:28 9 do-not-call policy.

05:45:33 10 Q. Given the communications between Mr. Schmidt
05:45:36 11 and Mr. Jobs that we went over earlier, does that
05:45:44 12 suggest to you that one of the reasons why Apple
05:45:47 13 appeared on the do-not-call list and continue to remain
05:45:50 14 on the do-not-call list was that the commitments not to
05:45:56 15 recruit were mutual?

05:45:57 16 MR. RUBIN: Objection. Calls for speculation.

05:46:02 17 THE WITNESS: We've talked already about the
05:46:04 18 creation of the do-not-call list and my recollection of
05:46:06 19 it being a unit -- a unilateral policy that we wanted to
05:46:12 20 create to make us a better partner to work with. That's
05:46:16 21 inclusive of Apple. And that's my recollection of the
05:46:21 22 origins of the list.

05:46:25 23 MR. HARVEY: Q. Given what we've seen
05:46:26 24 today, what makes you believe that this was a
05:46:28 25 unilateral policy?

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

05:57:46 10 MR. RUBIN: I think that's what she's telling

05:57:47 11 you. So objection. Argumentative. Not listening to

05:57:51 12 the answer.

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

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[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

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06:03:43 16 MR. HARVEY: I think that's the end of my
06:03:48 17 questions on the current documentary record.
06:03:50 18 Unless you have any questions?
06:03:52 19 MR. RUBIN: We don't have any questions.
06:03:53 20 So as I said in my letter to you on I think the
06:03:57 21 25th, either when your questions end or when seven hours
06:04:01 22 end, the deposition's closed, we know that there's a
06:04:03 23 pending motion to compel. And as we said, although the
06:04:07 24 deposition is closed, if you are successful in that
06:04:09 25 motion and you come to us with particular documents that

06:04:11 1 you think it's imperative for you to be able to ask
06:04:17 2 Ms. Brown additional questions, we'll take that under
06:04:19 3 advisement. But we reserve the right to take the
06:04:23 4 position that the deposition continues to be closed.

06:04:24 5 MR. HARVEY: Well, I disagree that the
06:04:26 6 deposition is closed. From plaintiffs' perspective, the
06:04:29 7 deposition will remain open pending the result of our
06:04:31 8 motion to compel.

06:04:32 9 I understand you're reserving all your
06:04:34 10 objections, but I want to make that clear for the
06:04:34 11 record.

06:04:35 12 MR. RUBIN: Right. And we just are invoking
06:04:37 13 the Federal Rules of Civil Procedure that says seven
06:04:39 14 hours. You're ending, I think, at 6.54, so....

06:04:41 15 You do have six more minutes, but, otherwise,
06:04:43 16 the deposition is closed if you have no more questions.

06:04:47 17 MR. HARVEY: Again, I'll just reiterate that
06:04:51 18 our position is that the deposition is not closed. I
06:04:53 19 disagree with your characterization that a fixed seven
06:04:58 20 hours would be the extent of what we would be entitled
06:05:02 21 to on these facts and on these documents.

06:05:04 22 MR. RUBIN: Okay. Well, I think our letter
06:05:06 23 exchanges speak to our respective positions, so....

06:05:09 24 With that, the deposition is closed from
06:05:11 25 Google's perspective and thank you.

1 I, Gina V. Carbone, Certified Shorthand
2 Reporter licensed in the State of California, License
3 No. 8249, hereby certify that the deponent was by me
4 first duly sworn and the foregoing testimony was
5 reported by me and was thereafter transcribed with
6 computer-aided transcription; that the foregoing is a
7 full, complete, and true record of said proceedings.

8 I further certify that I am not of counsel or
9 attorney for either of any of the parties in the
10 foregoing proceeding and caption named or in any way
11 interested in the outcome of the cause in said caption.

12 The dismantling, unsealing, or unbinding of
13 the original transcript will render the reporter's
14 certificates null and void.

15 In witness whereof, I have hereunto set my
16 hand this day: February 1, 2013.

17 _____ Reading and Signing was requested.

18 _____ Reading and Signing was waived.

19 ___X___ Reading and signing was not requested.

20

21

22

23

GINA V. CARBONE

24

CSR 8249, RPR, CCRR

25

Page Line

58 16

Change: from "also was running." to "also was running starting."

Reason: last word of sentence accidentally omitted from transcript

205 19

Change: from "adjuster" to "gesture"

Reason: incorrect word in transcript

207 21

Change: from "do-not policy" to "do-not call policy"

Reason: word policy accidentally omitted from transcript

Change: _____

Reason: _____

Change: _____

Reason: _____

Change: _____

Reason: _____


Change: _____

Reason: _____

SES

Subject to the above changes, I certify that the transcript is true and correct.

_____ No changes have been made. I certify that the transcript is true and correct.


(signature)

March 26/2013
(date)